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RECORDATION NO. **22217-A** FILED  
OCT 30 '00 10-01 AM  
TS  
SURFACE TRANSPORTATION BOARD

October 30, 2000

Recordation No. 22217-A

Dear Mr. Williams:

On behalf of Flex Leasing I, LLC, I submit for filing and recording under 49 U.S.C. § 11301 (a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, entitled Memorandum of Full Termination of Use Agreement ("Full Termination") dated as of October 30, 2000.

The party to the enclosed Full Termination is:

Flex leasing I, LLC  
Suite 300  
234 Front Street  
San Francisco, CA 94111

- TERMINATOR

The said Full Termination, among other things, is a full and complete termination of the Memorandum of Use Agreement between Flex Leasing I, LLC, as Lessor and Maryland Midland Railway, Inc., as Lessee, recorded under Recordation No. 22217, and the Full Termination should be recorded under the next available letter under Recordation No. 22217, which letter we believe to be "-A".

The equipment covered by the instant Full Termination is all the equipment covered by the Memorandum of Use Agreement recorded under Recordation No. 22217.

A short summary of the Full Termination to appear in the Surface Transportation Board Index is as follows:

"Full termination of Memorandum of Use Agreement under Recordation No. 22217. "

Please enter under this Recordation No. the following cross index reference:

"See Recordation No. 21888-<sup>P</sup>~~Q~~."

Enclosed is a check in the amount of fifty-two dollars (\$52.00) in payment of the filing fee (\$26.00) and the cross indexing fee (\$26.00).

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter from the Surface Transportation Board acknowledging the filing and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.

*Attorney for Flex Leasing I, LLC,  
for the purpose of this filing.*

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Enclosures

BY HAND

8212-020

## MEMORANDUM OF FULL TERMINATION OF USE AGREEMENT

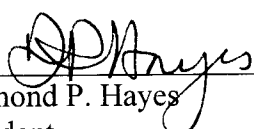
**FLEX LEASING I, LLC** filed (i) that certain Memorandum of Use Agreement with (a) the Surface Transportation Board (the "STB"), Recordation No. 22217, on June 30, 1999 at 2:30 p.m. and (b) the Registrar General of Canada (the "RGC") on the 2nd day of July, A.D. 1999 at 1:56 p.m., relating to the lease described below:

That certain letter agreement for the use of freight cars dated as of June 24, 1999 (the "Use Agreement") between **FLEX LEASING I, LLC**, a Delaware limited liability company ("Lessor") having its chief executive office at 234 Front Street, Suite 300, San Francisco, California 94111, as successor lessor by assignment from Flex Leasing Corporation, a Delaware corporation ("Flex"), having its chief executive office at 234 Front Street, Suite 300, San Francisco, California 94111, and **MARYLAND MIDLAND RAILWAY, INC.** ("Lessee") with its mailing address at P.O. Box 1000, Union Bridge, MD 21791.

The duties and obligations of the parties to the Use Agreement have been satisfied and discharged. The terms of the said Use Agreement have run, have not been renewed, and have therefore expired. Wherefore, this filing hereby fully terminates of record the Use Agreement.

Dated as of October 30, 2000

**FLEX LEASING I, LLC**

  
\_\_\_\_\_  
Desmond P. Hayes  
President

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SURFACE TRANSPORTATION BOARD

STATE OF CA )  
 ) ss:  
COUNTY OF SF )

On this 24 day of October, 2000, personally came before me, Desmond P. Hayes, who, being by me duly sworn, says he is President of Flex Leasing I, LLC and that said writing was signed on the date hereof by him on behalf of said company by its authority duly given. The said President acknowledged the said writing to be the act and deed of said company.

Witness my hand and notarial seal this 24 day of October, 2000.

SEAL

[Signature]  
Notary Public  
My Commission Expires: June 26, 2004

